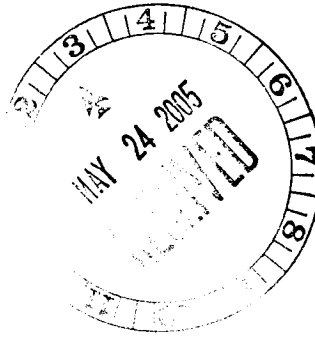


LEONARD
STREET
AND
DEINARD



150 SOUTH FIFTH STREET SUITE 2,100
MINNEAPOLIS, MINNESOTA 55402
612-335-1500 MAIN
612-335-1657 FAX

May 24, 2005

Thanh G. Bui
612-335-7088
thanh.bui@leonard.com

VIA FAX (202) 565-9004

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

**Re: Finance Docket No. 34705; Soo Line Railroad Company d/b/a Canadian Pacific
Railway – Temporary Trackage Rights Exemption – The Burlington Northern And
Santa Fe Railway Company**

Dear Secretary Williams:

Enclosed for filing in the above proceeding is an Amendment to the Verified Notice of Exemption and Caption Summary filed on May 19, 2005, to clarify the milepost points on BNSF's trackage.

Very truly yours,

LEONARD, STREET AND DEINARD
Professional Association

By
Thanh G. Bui

ENTERED
Office of Proceedings

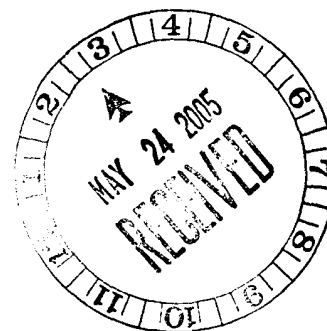
MAY 24 2005

Part of
Public Record

cc: Brian Aman, BNSF (via fax w/ enclosures)
Sarah W. Bailiff, BNSF (via fax w/ enclosures)
Chuck Hubbard, CPR (via fax w/ enclosures)
Bill Turtle, CPR (via fax w/ enclosures)

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34705



**SOO LINE RAILROAD COMPANY D/B/A CANADIAN PACIFIC RAILWAY
-- TEMPORARY TRACKAGE RIGHTS EXEMPTION --
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

**AMENDMENT TO THE
VERIFIED NOTICE OF EXEMPTION**

Soo Line Railroad Company d/b/a Canadian Pacific Railway ("CPR") submits this Amendment to the Verified Notice of Exemption, for clarification of the milepost points on the line of railroad of The Burlington Northern And Santa Fe Railway Company ("BNSF") between Ardoch, ND and Erskine, MN, a distance of approximately 84.6 miles. The grant of the temporary, overhead trackage rights shall be on BNSF's trackage between Ardoch, ND at BNSF milepost 364.2 and Erskine, MN at BNSF milepost 273.9.

Respectfully submitted,

**SOO LINE RAILROAD COMPANY D/B/A
CANADIAN PACIFIC RAILWAY**

By: Thanh G. Bui

Thanh G. Bui
Attorney for Soo Line Railroad Company d/b/a
Canadian Pacific Railway
Leonard, Street and Deinard, PA
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
(612) 335-1500
(612) 335-1657 (fax)